

**Hearing Date And Time: August 17, 2009 at 10:00 a.m. (prevailing Eastern time)**

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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
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DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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**NOTICE OF ADJOURNMENT OF HEARING ON OBJECTIONS TO NOTICES OF NON-  
ASSUMPTION, CURE AMOUNTS, AND ASSUMPTION AND ASSIGNMENT  
OF EXECUTORY CONTRACTS AND UNEXPIRED LEASES TO AUGUST 17, 2009**

PLEASE TAKE NOTICE that on June 1, 2009, Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), filed a (A) Supplement to Motion for Order (I) Approving Modifications to Debtors' First Amended Plan of Reorganization (as Modified) and Related Disclosures and Voting Procedures and (II) Setting Final Hearing Date to Consider Modifications to Confirmed First Amended Plan of Reorganization and (B) Request to Set Administrative Expense Claims Bar Date and Alternative Sale Hearing Date ("Plan Modification Motion") pursuant to which the Debtors seek the Bankruptcy Court's approval of the Debtors' proposed modifications to their confirmed plan of reorganization (the "Modified Plan").

PLEASE TAKE FURTHER NOTICE that on June 16, 2009, the Bankruptcy Court entered a Modification Procedures Order (Docket No. 17032), which, among other things, scheduled a hearing to consider approval of the Plan Modification Motion and any unresolved objections thereto on July 23, 2009 (the "Plan Modification Hearing").

PLEASE TAKE FURTHER NOTICE that on July 21, 2009, the Bankruptcy Court entered a Third Supplemental Modification Procedures Order (Docket No. 18551) adjourning the Plan Modification Hearing to July 29, 2009 at 10:00 a.m. (prevailing Eastern time).

PLEASE TAKE FURTHER NOTICE that as set forth on the record of the hearing held on July 23, 2009 before the Honorable Robert D. Drain, United States Bankruptcy Court for the Southern District of New York, any objection relating to (i) notice of non-assumption, (ii) cure of defaults, (iii) adequate assurance of future performance, and/or (iv) assumption and/or assignment, with respect to executory contracts or unexpired leases to be

assumed and/or assigned under the Modified Plan (together, the "Assumption and Assignment Objections"), shall not be heard at the Plan Modification Hearing but shall instead be adjourned to a hearing to be held on August 17, 2009 at 10:00 a.m. (prevailing Eastern time) (the "August 17 Hearing") before the Honorable Robert D. Drain, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 610, New York, New York 10004.

PLEASE TAKE FURTHER NOTICE THAT if an objection contains an Assumption and Assignment Objection and an objection to confirmation of the Modified Plan, only the Assumption and Assignment Objection shall be adjourned to the August 17 Hearing. All other portions of the objections relating to confirmation of the Modified Plan shall be heard at the Plan Modification Hearing.

PLEASE TAKE FURTHER NOTICE THAT notwithstanding the foregoing, objections lodged by the Debtors' unions at docket numbers 17793, 18110, 18258, 18279, 18370, and 18576, including Assumption and Assignment Objections, shall not be adjourned to the August 17 Hearing but shall be heard at the Plan Modification Hearing.

PLEASE TAKE FURTHER NOTICE THAT the Debtors maintain the right to adjourn the hearing on any Assumption and Assignment Objection by notifying the counterparty in writing at least three days before the August 17 Hearing. The Debtors would then have the right to re-notice the hearing with respect to such Assumption and Assignment Objection upon 20 days' notice to such counterparty as set forth in paragraph 36 of the Modification Procedures Order and Article VIII of the Modified Plan.

PLEASE TAKE FURTHER NOTICE THAT pursuant to the Supplemental Procedures established by the Bankruptcy Court in its Modification Procedures Order dated June

16, 2009 (Docket No. 17032), as amended and supplemented,<sup>1</sup> if the Debtors select a purchaser (the "New Purchaser") other than Parnassus Holdings II, LLC ("Parnassus"), notwithstanding anything to the contrary in the Modification Procedures Order (Docket No. 17032), the Debtors shall send a notice (the "New Purchaser Notice") to counterparties informing them that their contracts will be assumed by the Debtors and assigned to the New Purchaser, rather than to Parnassus. Counterparties receiving a New Purchaser Notice shall then have the right, within ten days of the service of such New Purchaser Notice, to object solely as to adequate assurance of future performance of the New Purchaser. Any objections filed and served in accordance with this notice (the "Adequate Assurance Objections") shall be scheduled for the August 17 Hearing, subject to the Debtors' right to adjourn the hearing on any Adequate Assurance Objection by notifying the counterparty in writing at least three days before the August 17 Hearing. The Debtors would then have the right to re-notice the hearing with respect to such Adequate Assurance Objection upon 20 days' notice to such counterparty as set forth in paragraph 36 of the Modification Procedures Order and Article VIII of the Modified Plan.

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<sup>1</sup> The Modification Procedures Order has been amended and supplemented by the Supplemental Modification Procedures Order dated June 29, 2009 (Docket No. 17376), the Second Supplemental Modification Procedures Order dated July 17, 2009 (Docket No. 18352), and the Third Supplemental Modification Procedures Order dated July 21, 2009 (Docket No. 18551).

Dated: New York, New York  
July 24, 2009

SKADDEN, ARPS, SLATE, MEAGHER  
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